

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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SECURITIES AND EXCHANGE	:	
COMMISSION,	:	
	:	
Plaintiff,	:	INDEX No. 07 CV 6072 (JGK)
	:	ECF CASE
vs.	:	
SIMPSON CAPITAL MANAGEMENT, INC.,	:	<b>NOTICE OF MOTION TO DISMISS</b>
ROBERT A. SIMPSON and	:	
JOHN C. DOWLING,	:	
	:	
Defendants.	:	
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**PLEASE TAKE NOTICE** that, upon the accompanying Memorandum of Law and Affirmation of Emma Terrell, executed on September 18, 2007, and the exhibits attached to the affidavit, Defendants Simpson Capital Management, Inc. and Robert A. Simpson, by their counsel Cooley Godward Kronish LLP, and Defendant John C. Dowling, by his counsel Clayman & Rosenberg, will move this Court before the Honorable John G. Koeltl, United States District Judge at the Daniel Patrick Moynihan United States Courthouse, 500 Pearl Street, New York, New York, 10007, at 9:30 A.M. on the 30th of October or as soon thereafter as counsel may be heard, for an order dismissing with prejudice the Complaint in its entirety pursuant to Federal Rules of Civil Procedure 9(b) and 12(b)(6), and for such other and further relief as the Court may deem just and proper.

New York, New York  
Dated: September 18, 2007

COOLEY GODWARD KRONISH LLP

By: /s/ Alan Levine  
Alan Levine (AL-1073)  
Celia Goldwag Barenholtz (CGB-9126)  
Jason Koral (JK-1044)  
Emma Terrell (ET-1414)

1114 Avenue of the Americas  
New York, New York 10036  
(212) 479-6000

*Attorneys for Defendants  
Simpson Capital Management, Inc.  
and Robert A. Simpson*

CLAYMAN & ROSENBERG

By: /s/ Charles E. Clayman  
Charles E. Clayman (CC-0346)  
Thomas C. Rotko (TR-9339)

305 Madison Avenue, Suite 1301  
New York, New York 10165  
(212) 922-1080

*Attorneys for Defendant John C. Dowling*